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DIRECT LINE (202) 955-9600

EMAIL kbarker@kelleydrye.com

April 8, 2004

VIA UPS

Ms Sharla Dillion  
Dockets  
Tennessee Regulatory Authority  
400 James Robertson Parkway  
Nashville, TN 37243

Re. Transfer of Control Application of EZ Phone, Inc and Inflexion  
Communications Corp

Dear Ms Dillion:

Thank you for your call yesterday. As per your request, please find ten (10) additional copies of the abovementioned Application and the requisite filing fee of \$25.00. Please date stamp the duplicate of this letter and return in the enclosed postage prepaid, self addressed stamped envelope.

Respectfully submitted,

*Katherine E. Barker*

Katherine E Barker

Enclosures



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EMAIL kbarker@TheKDWGroup.com

April 5, 2004

VIA UPS

Mr David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243

Re Transfer of Control Application of EZ Phone, Inc and Inflexion  
Communications Corp

Dear Mr Waddell

Enclosed please find for filing one original and three (3) copies of the Transfer of Control Application of EZ Phone, Inc. and Inflexion Communications Corp

Please date stamp the duplicate of this filing and return in the self-addressed, postage prepaid envelope. Thank you for your assistance in this matter and please feel free to contact me with any questions or concerns.

Respectfully submitted,

Katherine E Barker

Enclosures

**Before the  
TENNESSEE REGULATORY AUTHORITY**

In Re	)	
	)	
Application for Approval of the Transfer of	)	
Control of EZ Phone, Inc to Inflexion	)	Docket No. _____
Communications Corp	)	

**APPLICATION FOR APPROVAL OF TRANSFER OF CONTROL**

This Application seeks the approval of the Tennessee Regulatory Authority ("Authority"), pursuant to Tenn Code Ann § 65-4-113, for the transfer of control of EZ Phone, Inc ("EZ Phone") to Inflexion Communications, Corp ("Inflexion") through a stock purchase whereby EZ Phone will become a wholly owned subsidiary of Inflexion. Upon completion of this transfer of control, EZ Phone will continue to provide intrastate telecommunications services in Tennessee under the same name and pursuant to its existing authorizations and tariffs. Accordingly, the transfer of control will have no adverse impact on any service that EZ Phone currently provides and will be transparent to customers in Tennessee.

**DESCRIPTION OF THE RELEVANT PARTIES**

**EZ Phone.** EZ Phone is a corporation organized under the laws of the State of Ohio with its principal office located at P O. Box 4656, 1095 Home Avenue, Suite B, Akron, OH 44310. EZ Phone is not now, or has been a subsidiary of another company.

EZ Phone provides facilities-based local exchange telecommunications products and services to roughly 2000 residential customers, including approximately 100 in the State of Tennessee. EZ Phone provides services primarily through the use of resale of

telecommunications services and/or leased switches and routing equipment, leased transport facilities, fiber optic networks, and local loops obtained from ILECs

**Inflexion.** Inflexion Communications Corp is a Delaware corporation whose principal office and place of business is located at 645 Griswold, Suite 1800, Detroit, Michigan, 48226. Inflexion plans to offer telecommunications services through its newly acquired company, EZ Phone in all jurisdictions where EZ Phone is currently certified and providing service. This transfer will be transparent to customers as EZ Phone will still offer the same services under the same terms and conditions, will continue to be operated by the same management team and is, in essence, becoming a subsidiary of another company, Inflexion. Thus, this transaction does not affect the technical, financial and managerial abilities of EZ Phone to provide telecommunications services in Tennessee.

#### **DESIGNATED CONTACTS**

The designated contact for communications concerning this Application are:

Katherine E. Barker  
Senior Consultant  
The KDW Group, LLC  
1200 19<sup>th</sup> Street NW, Suite 500  
Washington, DC 20036  
Telephone (202) 955-9669  
Facsimile (202) 955-9792

Copies of any correspondence relating to this Application also should be sent to.

For EZ Phone.

Dan Coulter  
President  
EZ PHONE, INC  
P O Box 4656  
1095 Home Ave.  
Suite B  
Akron, OH 44310  
Telephone (330) 253-0710  
Facsimile (330) 535-3581

For Inflexion

Keith Machen  
Vice President  
Inflexion Communications Corp  
14405 Laurel Place, Suite 314  
Laurel, MD 20707  
Telephone (301) 483-0603  
Facsimile (443) 697-0221

**DESCRIPTION OF THE TRANSACTION**

On September 16, 2003, EZ Phone and Inflexion executed an Agreement and Stock Purchase Agreement whereby Inflexion agreed to acquire substantially all of the assets of EZ Phone, including the stock and assets of EZ Phone.

The proposed Transaction will be transparent to customers of EZ Phone. In particular, because it is a stock transaction, the transfer of control of EZ Phone will not result in a change of carrier for any of EZ Phone's Tennessee customers. Immediately after the completion of the Transaction, EZ Phone will continue to provide service at the same rates, terms, and conditions as currently are provided, although such rates, terms and conditions may be changed in the future in accordance with the customer's service agreement and applicable law. The Transaction is not expected to result in any discontinuance of service. Furthermore, the operations of EZ Phone in many instances will continue to be supervised by many of the same management, technical and customer service personnel that currently oversee those operations.

As there will be minimum customer impact on this transaction, Applicants respectfully request that the Authority approve this Application on an expedited basis.

## **PUBLIC INTEREST ANALYSIS**

The Transaction will serve the public interest. The Transaction will also permit EZ Phone to deploy new products and services and to expand its existing operations while ensuring that EZ Phone's customers continue to receive high-quality service without interruption. The presence of EZ Phone will continue to promote competition in Tennessee in the provision of intrastate local and long distance telecommunications services.

### **A. The Transaction Will Be Transparent to EZ Phone's Tennessee Customers and Will Ensure Continued Service to Those Customers**

Immediately after the consummation of the Transaction, EZ Phone will become a subsidiary of Inflexion, and will continue to provide service to its current customers without material change in rates, terms or conditions, although such rates, terms and conditions may be

changed in the future in accordance with the customer's service agreement and applicable law.

Therefore, the Transaction will be virtually transparent to EZ Phone customers. Moreover, because the Transaction will not result in a migration of customers and EZ Phone will continue to provide service under the EZ Phone brand name, the conversion contemplated by the

Transaction will be seamless and will prevent service interruptions to EZ Phone's customers.

Any future changes in the entities providing service, their tariffs or names would be effected in accordance with any applicable Authority requirements.

### **B. The Transaction Will Enhance Competition in Tennessee**

As a well-established local exchange provider, EZ Phone has established a customer base from zero. The Applicants expect that the Transaction will substantially improve and enhance EZ Phone's current array of services. EZ Phone will continue to compete head to head with other telecommunications companies in the nationwide local telecommunications services market. As such, the Transaction will contribute to increased competition which will inure to

the benefit of both existing and prospective EZ Phone customers and Tennessee consumers in general.

WHEREFORE, the parties respectfully request that the Authority approve the transfer of control of EZ Phone, Inc. to Inflexion and grant such other and further relief as it deems appropriate

Respectfully submitted,



Daniel J. Coulter  
President  
EZ PHONE, INC  
P.O. Box 4656  
1095 Home Ave  
Suite B  
Akron, OH 44310



Dwayne Goldsmith  
Chief Executive Officer  
Inflexion Communications Corp  
14405 Laurel Place, Suite 314  
Laurel, MD 20707  
Telephone: (301) 483-0603  
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